

COHERENT INC
Form 4
August 19, 2008

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

(Print or Type Responses)

1. Name and Address of Reporting Person *
VICTOR RONALD A

(Last) (First) (Middle)

P. O. BOX 54980

(Street)

SANTA CLARA, CA 95056-0980

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
COHERENT INC [COHR]

3. Date of Earliest Transaction
(Month/Day/Year)
08/15/2008

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Exec VP HR

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 08/15/2008 | | M | | 5,000 | A | \$ 30.92 |
| Common Stock | 08/15/2008 | | S | | 5,000 | D | \$ 37.6 (1) (6) |
| Common Stock | 08/15/2008 | | M | | 5,058 | A | \$ 19.77 |
| Common Stock | 08/15/2008 | | S | | 5,058 | D | \$ 36.06 (2) (6) |
| Common Stock | 08/15/2008 | | M | | 19,942 | A | \$ 19.77 |

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| | | | | | | | |
|--------------|------------|---|--------|---|------------------------|--------|---|
| Common Stock | 08/15/2008 | S | 19,942 | D | \$ 36.38 (3) (6) | 6,585 | D |
| Common Stock | 08/15/2008 | M | 3,786 | A | \$ 26.41 | 10,371 | D |
| Common Stock | 08/15/2008 | S | 3,786 | D | \$ 36.53 (4) (6) | 6,585 | D |
| Common Stock | 08/15/2008 | M | 21,214 | A | \$ 26.41 | 27,799 | D |
| Common Stock | 08/15/2008 | S | 21,214 | D | \$ 36.67 (5) (6) | 6,585 | D |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Non Qualified Stock Option (right to buy) | \$ 30.92 | 08/15/2008 | | M | 5,000 | 05/25/2005 | 08/25/2009 | Common Stock | 5,000 |
| Incentive Stock Option (right to buy) | \$ 19.77 | 08/15/2008 | | M | 5,058 | 04/04/2006 | 04/04/2009 | Common Stock | 5,058 |
| Non Qualified | \$ 19.77 | 08/15/2008 | | M | 19,942 | 04/04/2006 | 04/04/2009 | Common Stock | 19,942 |

Stock
Option
(right to
buy)

Incentive
Stock
Option
(right to
buy)

Non
Qualified
Stock
Option
(right to
buy)

| | | | | | | | |
|----------|------------|---|-------|------------|------------|-----------------|-------|
| \$ 26.41 | 08/15/2008 | M | 3,786 | 03/25/2007 | 03/25/2010 | Common Stock | 3,786 |
|----------|------------|---|-------|------------|------------|-----------------|-------|

| | | | | | | | |
|----------|------------|---|--------|------------|------------|-----------------|--------|
| \$ 26.41 | 08/15/2008 | M | 21,214 | 03/25/2005 | 03/25/2010 | Common Stock | 21,214 |
|----------|------------|---|--------|------------|------------|-----------------|--------|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| VICTOR RONALD A P. O. BOX 54980 SANTA CLARA, CA 95056-0980 | | | Exec VP HR | |

Signatures

Victor, Ronald
A. 08/19/2008

**Signature of
Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).
- ** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Represents the weighted average sales price for the shares. The range of prices for such sales was \$37.50 to \$38.08
- (2) Represents the weighted average sales price for the shares. The range of prices for such sales was \$36.00 to \$36.15
- (3) Represents the weighted average sales price for the shares. The range of prices for such sales was \$36.15 to \$36.52
- (4) Represents the weighted average sales price for the shares. The range of prices for such sales was \$36.52 to \$36.54
- (5) Represents the weighted average sales price for the shares. The range of prices for such sales was \$36.54 to \$36.85
- (6) The undersigned undertakes to provide upon request by the Commission staff, the issuer, or a security holder of the issuer, full information regarding the number of shares purchased or sold at each separate price.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.